

CONRAIL

RECORDATION NO. 8261-9 Filed 1986

JAN 31 1986 -10 25 PM

January 23, 1986

INTERSTATE COMMERCE COMMISSION

6-031A020

Agatha Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. **JAN 31 1986**
Date
Fee \$ 10.00.....

Dear Ms. Mergenovich:

ICC Washington, D. C.

Enclosed are an original and three counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 U.S. Code.

This document is a Supplemental Agreement, a secondary document dated December 2, 1985. The primary document to which this is connected, a Conditional Sale Agreement, dated May 1, 1966, originally filed with the I.C.C. under recordation Number 3887, was conveyed to Consolidated Rail Corporation by a document filed with the I.C.C. under Recordation Number 8261. The secondary document covers Equipment including nine (9) SW1500 locomotives numbered CR 9589 to CR 9590, and CR 9592 to CR 9598.

The names and addresses of the parties to the documents are as follows:

Consolidated Rail Corporation
1138 Six Penn Center Plaza
Philadelphia, PA 19103

Citibank, N.A.
(formerly First National
City Bank)
153 East 53 Street
New York, NY 10015

A fee of \$10 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

John F. Fansmith, Jr., Esquire
Consolidated Rail Corporation
Law Department
1138 Six Penn Center Plaza
Philadelphia, PA 19103

100 OF 100 OF
JAN 31 10 17 AM '86
HOLD FOR CREDIT

Ms. Agatha Mergenovich
January 23, 1986
Page 2

A short summary of the document to appear in the index follows:

Supplemental Agreement, a supplement to a Conditional Sale Agreement between Penn Central Transportation Co. and First National City Bank, with Recordation Number 3887, conveyed to Consolidated Rail Corporation by a document filed with the I.C.C. under Recordation Number 8261, dated December 2, 1985, and covering Equipment including nine (9) SW1500 locomotives, numbered CR 9589 to CR 9590, and CR 9592 to CR 9598.

Sincerely,

A handwritten signature in black ink, appearing to read "John F. Fansmith, Jr.", with a stylized flourish at the end.

John F. Fansmith, Jr.
Associated General Counsel-Corporate

Encls. (\$10 check, 4 signed agreements)

Interstate Commerce Commission

Washington, D.C. 20423

1/31/86

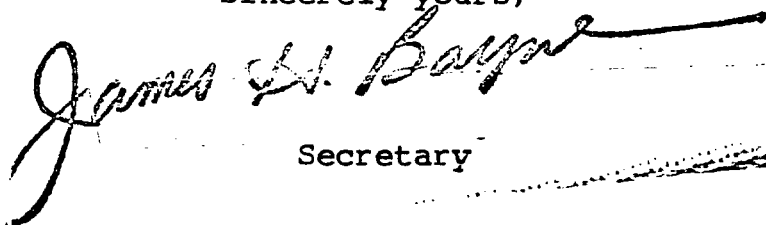
OFFICE OF THE SECRETARY

John F. Fansmith, Jr. Esq.
Consolidated Rail Corporation
1138 Six Penn Center Plaza
Philadelphia, PA. 19103

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/31/86 at 10:25am and assigned re-recording number(s). 8261-Y

Sincerely yours,


Secretary

Enclosure(s)

SUPPLEMENTAL AGREEMENT, dated as of December 2, 1985 by and among CONSOLIDATED RAIL CORPORATION, Assignee of R. W. Blanchette, R. C. Bond and J. H. McArthur, Trustees of CENTRAL TRANSPORTATION COMPANY, Debtor (formerly the Pennsylvania Railroad Company), a Pennsylvania Corporation (hereinafter called the "Vendee"), and Citibank, N.A., (formerly First National City Bank) (hereinafter called the "Assignee"), Agent under an Agreement dated as of May 1, 1966.

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PENN
INTERSTATE COMMERCE COMMISSION

WHEREAS, Pullman Incorporated (Pullman - Standard Division) (hereinafter called the "Owner") and the Vendee entered into a Conditional Sale Agreement dated as of May 1, 1966 (hereinafter called the "Conditional Sale Agreement"), pursuant to which the Owner agreed to sell and deliver to the Vendee, and the Vendee agreed to purchase the railroad equipment described in Schedule B to said Conditional Sale Agreement:

WHEREAS, the Owner thereafter assigned their rights under the Conditional Sale Agreement and its right, title and interest to the equipment to the Assignee pursuant to an Agreement and Assignment dated as of May 1, 1966, (hereinafter called the "Assignment");

WHEREAS, pursuant to Article 7 of the Conditional Sale Agreement the parties hereto now desire to supplement said Conditional Sale Agreement to include the units of equipment set

forth in Schedule B-1 hereto, which units replace certain destroyed equipment.

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, it is agreed by and among the parties hereto that;

1. The Conditional Sale Agreement is hereby amended and supplemented by including therein the units of equipment set forth in Schedule B-1 attached hereto, which units shall be marked in letters not less than one inch in height with the following legend:

"Citibank, AGENT-OWNER"

2. The Vendee will promptly cause the Supplemental Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act and the Supplemental Agreement shall become effective upon such filing and recording.

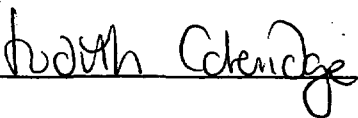
3. Except as amended and supplemented hereby, the Conditional Sale Agreement and the Assignment shall remain unaltered and in full force and effect.

4. The Equipment is hereby warranted by the Vendee as being free from defects in materials, workmanship or design under normal use and service. HOWEVER, THE VENDEE MAKES NO OTHER WARRANTY OR REPRESENTATION, EITHER EXPRESS OR IMPLIED, AS TO THE MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OF THE EQUIPMENT. THE VENDOR'S EXCLUSIVE AND SOLE REMEDY FOR THE BREACH OF THE ABOVE WARRANTY SHALL BE A REPLACEMENT BY THE VENDEE OF EQUIPMENT OF EQUAL VALUE OF ANY UNIT OF EQUIPMENT WHICH SHALL WITHIN ONE YEAR OF THE DATE OF THE SUPPLEMENTAL AGREEMENT PROVE TO BE DEFECTIVE IN MATERIALS, WORKMANSHIP OR DESIGN.

IN WITNESS WHEREOF, the parties hereto have caused the Supplemental Agreement to be duly executed and sealed as of the date first above written.

Attest:

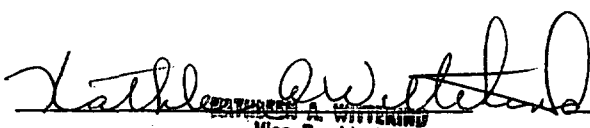
CONSOLIDATED RAIL CORPORATION

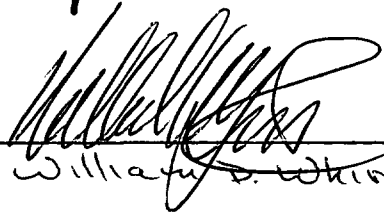

ASSISTANT SECRETARY


Assistant Treasurer - Financing

Attest:

Citibank, N.A.


Kathleen A. Witterman
Vice President


William D. Whinery VP

SCHEDULE B-1

Quantity

Type

Numbered

9

SW 1500 Locomotives

CR 9589 To
CR 9590,
CR 9592 To
CR 9598

ACKNOWLEDGMENT

Commonwealth of Pennsylvania:

: ss

County of Philadelphia :

On this 25th day of NOVEMBER, 1985, before me personally appeared J. A. WARNER, to me personally known, who being by me duly sworn, says that he is the Assistant Treasurer - Financing of CONSOLIDATED RAIL CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Alfonso J. DiGregorio
(Signature)

NOTARY PUBLIC
(Title of Officer)

(Seal)

My Commission Expires:

ALFONSO J. DICREGORIO
Notary Public, Philadelphia, Philadelphia Co.
My Commission Expires September 24, 1988

(Notary Stamp)

CORPORATE ACKNOWLEDGMENT

State of New York

:

: SS

County of New York

:

On this 24 day of December, 1985, before me personally appeared WILLIAM D. WHINERY to me personally known, who being by me duly sworn, says that he is the

VICE PRESIDENT of Citibank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Carmen Mercedes Gonzalez
(Signature)

NOTARY
(Title of Officer)

(Seal)

My Commission Expires:

CARMEN MERCEDES GONZALEZ
Notary Public, State of New York
No. 01E0-4695090
Qualified in Queens County
(Commission Expires March 30, 1987)